UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES FEB 26 2004 PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL

OMB Number: 3235-0076

Expires: May 31, 2005

Estimated average burden hours per response.... 1

SEC USE ONLY

Prefix

Serial

DATE RECEIVED

Name of Offering ([] check if th Joaquin/Fredricksburg #2 Lir	1099245								
Filing Under (Check box(es) that a Type of Filing: [X] New Filing		[] Section 4(6) [] ULOE							
THE PARTY OF THE PARTY AND THE PARTY OF THE	A. BASIC IDENTIFICATION DATA	271 (1) 2021 (2) (2) (3) (3) (3) (3) (3)							
1. Enter the information requested	about the issuer								
Name of Issuer ([] check if this is an amendment and name has changed, and indicate change.) O4008913 Fortune Exploration of Kentucky, Inc.									
Address of Executive Offices 12275 FM 1097 West; Willis,		r (Including Area Code)							
Address of Principal Business Ope (if different from Executive Office	erations (Number and Street, City, State, Zip Code) Telephone Number es) Same as above	r (Including Area Code)							
Brief Description of Business Oil & Gas Drilling Limited Pa	rtnership								
Type of Business Organization	The second distribution of the second distribution and the second distribution of the second distribution and the	SCOLIVED CO							
[] corporation [] business trust	[X] limited partnership, already formed [] other (please sp	ecity); FEB 2 3 2004							
Actual or Estimated Date of Incorporation or Or	Month Year poration or Organization: [0][1] [0][3] [X] Actual [] rganization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction)	Estimated 187 SECTION							

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

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1. Has t	he issuer	sold, or	does the	issuer in	tend to se	ell, to non	-accredit	ed investo	rs in this o	offering?	Ye [X	s No		
			Ans	wer also	in Appen	dix, Colu	ımn 2, if	filing unde	er ULOE.		-			
2. What	is the m	inimum i	nvestme	nt that w	ill be acc	epted fro	m any in	dividual?			\$ 7,	524.00		
3. Does	the offer	ring perm	nit joint c	wnershi	of a sin	gle unit?					Yes [X			
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B. INFORMATION ABOUT OFFERING

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

[WA]

[SD]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction		
is an exchange offering, check this box "and indicate in the columns below the) ii	
antounts of the securities offered for exchange and already exchanged.		
Type of Security		
	Aggregate	Amount Already
	Offering Price	Sold
Debt	\$	\$
Equity	\$	\$
[] Common [] Preferred		
Convertible Securities (including warrants)	\$	\$
Partnership Interests	\$760,100.00	\$_150,219
Other (Specify).	\$	\$
Total	\$	\$
Answer also in Appendix, Column 3, if filing under ULOE.		
2. Enter the number of accredited and non-accredited investors who have purchas securities in this offering and the aggregate dollar amounts of their purchases. For offerings under <u>Rule 504</u> , indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. En "0" if answer is "none" or "zero."	r	
		Aggregate
	Normhan Investors	Dollar Amount
A constitution of Tourselson	Number Investors	of Purchases
Accredited Investors		\$ 90,299.00
Non-accredited Investors	4	\$ 59,920.00
Total (for filings under Rule 504 only)		\$
Answer also in Appendix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under <u>Rule 504</u> or <u>505</u> , enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offerin Classify securities by type listed in Part C-Question 1.	g.	
		Dollar Amount
Type of offering	Type of Security	Sold
Rule 505		\$
Regulation A		\$
Rule 504		\$
Total		\$
100000	###** ### ### ########################	Ψ
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
Transfer Agent's Fees	11\$	
Printing and Engraving Costs.	[X]\$10	
Legal Fees	[X] \$ 5,	
Accounting Fees.	[X] \$ 5,	
Engineering Fees.	= -	
Sales Commissions (specify finders' fees separately)		
Other Expenses (identify)Management Fee		
Total	[X] \$ 58	5,328.00

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the

be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

4		Payments to Officers, Directors, & Affiliates	Payments To Others							
Salaries and fees		[]\$	[]\$							
Purchase of real estate		[]\$	[]\$							
Purchase, rental or leasing and installation of ma	[]\$	[]\$								
Construction or leasing of plant buildings and fa	Construction or leasing of plant buildings and facilities									
securities involved in this offering that may be	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer									
Repayment of indebtedness		[]\$	[]\$							
Working capital		[]\$	[]\$							
Other (specify): Drilling, Acquisition, and Test	Other (specify): Drilling, Acquisition, and Testing									
Completion and Testing	[X] \$228,030.00	[]\$ []\$ []\$								
Column Totals	Column Totals									
Total Payments Listed (column totals added)		[] \$								
ченте повышения с ответие. От вы наста наста ваше выстручения в повышения и почен в сторого в почения настипул Наста в почения в почения в почения выполняться в почения в почения в почения в почения выполняться выполнятьс	D. FEDERAL SIGNATUR	Automorphism (1997), yay suur-sisteerin vari automorphism (1997), ω at var. (1997) Σ	rin, ang (gara-magazini) zimin mengapapan pamerbada ne dapapa pepan malan r							
The issuer has duly caused this notice to be signed by following signature constitutes an undertaking by the of its staff, the information furnished by the issuer to	issuer to furnish to the U.S. Sec	urities and Exchange Commission	on, upon written reques							
Issuer (Print or Type)	Signature	Date	n, dalah subun (B. Proposition Australia (B. Proposition Australia (B. Proposition Australia (B. Proposition A							
Joaquin/Fredricksburg #2 Limited Partnership, Ltd.	Kunllh. C.	02/13/04								
Name of Signer (Print or Type)	Title of Signer (Print or Type)									
Russell L. Vera	Managing General Par	tner	gge, gude subdected did the did a gauges over distribution of Spyles e							
	ATTENTION									

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

. Is any party described in 17	CFR 230.262 presently subject to a	ny of the disqualification provisi	ons of such rule?
_			

Yes No [] [**X**]"

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Russell L. Vera	Managing General Partner	
Name of Signer (Print or Type)	Title (Print or Type)	
Joaquin / Fredricksburg #2 Limited Partnership, Ltd.	Kull h. C5	02/13/04
Issuer (Print or Type)	Signature	Date

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

- 1	2		3			4		5	5		
•	Intend to non-ac investors (Part B-	credited in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pu	f investor and urchased in State t C-Item 2)		Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)			
Stata				Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No		
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